08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 2 of 37

To: Lowitt, Ian T [ilowitt@lehman.com]

From: Tonucci, Paolo [paolo.tonucci@lehman.com]

Sent: Sat 9/20/2008 1:42:32 PM

Subject: RE: Thanks for all your help getting us over the goal line! We did it!

Understood.

----Original Message-----From: Lowitt, lan T

Sent: 20 September 2008 09:33

To: Tonucci, Paolo

Subject: Re: Thanks for all your help getting us over the goal line! We

did it!

You need to be close to it. If we don't succeed you and I are toast despite all our heroics. Please make sure it happens using robert makes sense but get a lawyer involved. Kimmel a good starting spot. Ian

-----Original Message------From: Tonucci, Paolo

To: Ian Lowitt

Cc: Steven Berkenfeld Sent: Sep 20, 2008 8:10 AM

Subject: Re: Thanks for all your help getting us over the goal line! We

did it!

Agreed. Will use Robert for this - have confidence he knows how to get

done.

---- Original Message ----

From: Lowitt, lan T To: Tonucci, Paolo Cc: Berkenfeld, Steven

Sent: Sat Sep 20 06:01:08 2008

Subject: Thanks for all your help getting us over the goal line! We did

it1

While it would be great to just relax and enjoy the victory, think we need to launch an effort as soon as possible to ensure we get the 15c3 lockup money and also transfer the unencumbered box Since everything has turned out to be more complicated and difficult than expected think we need a dedicated team including lawyers to make this happen. Please coordinate with berkenfeld on this. Thanks, lan



08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 4 of 37

To: Lowitt, Ian T [ilowitt@lehman.com]

From: Tonucci, Paolo [paolo.tonucci@lehman.com]

Sent: Sat 9/20/2008 1:42:32 PM

Subject: RE: Thanks for all your help getting us over the goal line! We did it!

Understood.

----Original Message-----From: Lowitt, Ian T

Sent: 20 September 2008 09:33

To: Tonucci, Paolo

Subject: Re: Thanks for all your help getting us over the goal line! We

did itt

You need to be close to it. If we don't succeed you and I are toast despite all our heroics. Please make sure it happens using robert makes sense but get a lawyer involved. Kimmel a good starting spot. Ian

----Original Message---From: Tonucci, Paolo

To: lan Lowitt

Cc: Steven Berkenfeld Sent: Sep 20, 2008 8:10 AM

Subject: Re: Thanks for all your help getting us over the goal line! We

did it!

Agreed. Will use Robert for this - have confidence he knows how to get done.

---- Original Message ----From: Lowitt, Ian T To: Tonucci, Paolo Cc: Berkenfeld, Steven

Sent: Sat Sep 20 06:01:08 2008

Subject: Thanks for all your help getting us over the goal line! We did

it!

While it would be great to just relax and enjoy the victory, think we need to launch an effort as soon as possible to ensure we get the 15c3 lockup money and also transfer the unencumbered box Since everything has turned out to be more complicated and difficult than expected think we need a dedicated team including lawyers to make this happen. Please coordinate with berkenfeld on this. Thanks, lan

EXHIBIT 172A 8.14.09 M

Excerpt of Deposition Exhibit 139B

From:

Hraska, James W [JHraska@lehman.com]

Sent: To:

Saturday, September 20, 2008 4:40 PM Rodefeld, John: Operations (NYK); kevin.caffrey@bnymellon.com

Forrest, Monty, Blackwell, Alastair, Ullman, Neal (NY)

Cc: Subject:

Repo trade

Attachments:

BarCap collateral-09.18.08.jh.xls

John / Kevin

Good afternoon. Here is the file of positions that we believe are in the Repo trade as of close of business on Thursday.

- Can you please verify the positions. The dtc collateral came from Kevin so that should match, but you may want to double check that nothing changed.
- Can you send us the positions that you received from us on 2. Friday?
- If you can not send the Friday trades, can you send the total asset file as you know it COB Friday, separated out by Fed eligible vs eligible? We would need to know your prices as well.
- Would you be able to meet later tonight or Sunday to talk about setting up additional connectivity and trading ability either
 - through Barcap systems with existing Bony

connectivity

corresponding clearing relationship capabilities

Thanks a lot

. - - - - - -

Jim

<<BarCap collateral-09.18.08.jh.xls>>

This message is intended only for the personal and confidential use of the designated recipient(s) named above. If you are not the intended recipient of this message you are hereby notified that any review, dissemination, distribution or copying of this message is strictly prohibited. This communication is for information purposes only and should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product, an official confirmation of any transaction, or as an official statement of Lehman Brothers. Email transmission cannot be guaranteed to be secure or error-free. Therefore, we do not represent that this information is complete or accurate and it should not be relied upon as such. All information is subject to change without notice.

IRS Circular 230 Disclosure:

Please be advised that any discussion of U.S. tax matters contained within this communication (including any attachments) is not intended or written to be used and cannot be used for the purpose of (i) avoiding U.S. tax related penalties or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.



BCI-EX-00009798

1		The state of the s
	٧	8
-	Collateral	Market Value
2	Fed Collateral	28,490,469,091.33
3	DTC 074	10,178,792,453.35
4	DTC 636	4,235,663,352.52
5	TPCASH	ō
9	Total	49 902 924 897 20

Excerpt of Deposition Exhibit 47

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 11 of 37

From:

david.murgio@weil.com

Sent:

Saturday, September 20, 2008 5:25 PM

To:

vlewkow@cgsh.com; rdavis@cgsh.com

Subject:

Collateral

Attach:

BarCap collateral.xls

Spreadsheet 1

David Murgio

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, New York 10153

Tel: (212) 310 8764 Fax: (212) 310 8007

e-mail: david.murgio@weil.com

---- Forwarded by David Murgio/NY/WGM/US on 09/20/2008 05:21 PM ----

Rod Miller/NY/WGM/US

09/20/2008 01:26 PM

To

"Robert Messineo" <robert.messineo@weil.com>, akeller@stblaw.com, "David P.

Murgio" <david.murgio@weil.com>

CC

Subject

Fw: Delivering other assets to Barclays

---- Original Message ----

From: "Tonucci, Paolo" [paolo.tonucci@lehman.com]

Sent: 09/20/2008 12:34 PM AST

To: Rod Miller

Cc: "Azerad, Robert" <RAzerad@lehman.com>; "Fleming, Dan (TSY)"

<d fleming@lehman.com>; "Berkenfeld, Steven" <sberkenf@lehman.com>; "Lowitt, Ian

T" <ilowitt@lehman.com>

Su bject: RE: Delivering other assets to Barclays

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 12 of 37

This is what our ops team delivered

----Original Message----

From: rod.miller@weil.com [mailto:rod.miller@weil.com]

Sent: 20 September 2008 11:38

To: Tonucci, Paolo

Cc: Azerad, Robert; Fleming, Dan (TSY); Berkenfeld, Steven; Lowitt, Ian

T

Subject: Re: Delivering other assets to Barclays

We still have the 50% of residentials to transfer at closing, right? These were not thrown into the repo right?

---- Original Message ----

From: "Tonucci, Paolo" [paolo.tonucci@lehman.com]

Sent: 09/20/2008 11:35 AM AST

To: Rod Miller

Cc: "Azerad, Robert" <RAzerad@lehman.com>; "Fleming, Dan (TSY)" <dfleming@lehman.com>; "Berkenfeld, Steven" <sberkenf@lehman.com>;

"Lowitt, Ian T" <ilowitt@lehman.com>

Subject: RE: Delivering other assets to Barclays

Rod,

Yes. I will be free in 1 hour or so. We will also need help with SIPC and the release of the locked up cash.

Those are the big things on my list.

My cell is 347 392 9946.

Paolo

----Original Message----

From: rod.miller@weil.com [mailto:rod.miller@weil.com]

Sent: 20 September 2008 11:29

To: Tonucci, Paolo

Cc: Azerad, Robert; Fleming, Dan (TSY); Berkenfeld, Steven; Lowitt, Ian

T

Subject: Re: Delivering other assets to Barclays

We need to understand this today as we are working through closing. Can we talk in a bit?

---- Original Message ----

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 13 of 37

From: "Tonucci, Paolo" [paolo.tonucci@lehman.com]

Sent: 09/20/2008 11:22 AM AST

To: Rod Miller

Cc: "Azerad, Robert" <RAzerad@lehman.com>; "Fleming, Dan (TSY)" <dfleming@lehman.com>; "Berkenfeld, Steven" <sberkenf@lehman.com>;

"Lowitt, Ian T" <ilowitt@lehman.com>
Subject: Delivering other assets to Barclays

We will need to deliver the other assets in the agreement to Barclays next week.

In all the confusion of the last few days there will be challenges with identification of the location of those assets and the lien over them. In particular with JPM being the custodian and clearer there will no doubt be disputes over the rights to these. To add complexity we also have inconsistent information from JPM around the positions they were lending against on Thursday night.

This will need your assistance. We are trying the get all the information cleaned up over the weekend.

P	a	0	lc)																															
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
_	_	_	_	_	_	_	_																												

This message is intended only for the personal and confidential use of the designated recipient(s) named above. If you are not the intended recipient of this message you are hereby notified that any review, dissemination, distribution or copying of this message is strictly prohibited. This communication is for information purposes only and should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product, an official confirmation of any transaction, or as an official statement of Lehman Brothers. Email transmission cannot be guaranteed to be secure or error-free. Therefore, we do not represent that this information is complete or accurate and it should not be relied upon as such. All information is subject to change without notice.

IRS Circular 230 Disclosure:

Please be advised that any discussion of U.S. tax matters contained within this communication (including any attachments) is not intended or written to be used and cannot be used for the purpose of (i) avoiding U.S. tax related penalties or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

This message is intended only for the personal and confidential use of the designated recipient(s) named above. If you are not the intended recipient of this message you are hereby notified that any review, dissemination, distribution or copying of this message is strictly

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 14 of 37

prohibited. This communication is for information purposes only and should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product, an official confirmation of any transaction, or as an official statement of Lehman Brothers. Email transmission cannot be guaranteed to be secure or error-free. Therefore, we do not represent that this information is complete or accurate and it should not be relied upon as such. All information is subject to change without notice.

IRS Circular 230 Disclosure:

Please be advised that any discussion of U.S. tax matters contained within this communication (including any attachments) is not intended or written to be used and cannot be used for the purpose of (i) avoiding U.S. tax related penalties or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

This message is intended only for the personal and confidential use of the designated recipient(s) named above. If you are not the intended recipient of this message you are hereby notified that any review, dissemination, distribution or copying of this message is strictly prohibited. This communication is for information purposes only and should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product, an official confirmation of any transaction, or as an official statement of Lehman Brothers. Email transmission cannot be guaranteed to be secure or error-free. Therefore, we do not represent that this information is complete or accurate and it should not be relied upon as such. All information is subject to change without notice.

IRS Circular 230 Disclosure:

Please be advised that any discussion of U.S. tax matters contained within this communication (including any attachments) is not intended or written to be used and cannot be used for the purpose of (i) avoiding U.S. tax related penalties or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

- BarCap collateral.xls

Total	TPCASH	DTC 636	DTC 074	Fed Collateral	Congression
49,902,924,897,20	7,000,000,000.00	4,235,663,352.52	10,176,782,453.35	28,490,469,091.33	INIDIAEL VAJUE

Fw: 08p4:355593mignceDibre 455,25t41.2ashFile 67100/15/09 Entered 10/15/09 17:37:59 Applendix of 1 Volume III - A. 86 - A. 96 Pg 17 of 37

From:

Kelly, Martin [martin.kelly@lehman.com]

Sent:

Saturday, September 20, 2008 11:20 PM (GMT)

To:

Beldner, Brett [brett.beldner@lehman.com]

Subject:

Fw: Opening Balance Sheet (with cash of \$7.0 bn)

Attach:

Opening Balance Sheet v1B.xls

Did you get a chance to look at this? See any issues?

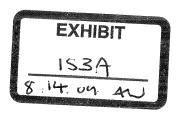
---- Original Message -----From: Azerad, Robert

To: Tonucci, Paolo; Kelly, Martin; Beldner, Brett; Reilly, Gerard; Veksler, Irina

Sent: Sat Sep 20 18:41:46 2008

Subject: Opening Balance Sheet (with cash of \$7.0 bn)

<<Opening Balance Sheet v1B.xls>>



08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 18 of 37

Cash and cash equivalent		7,000
Inventory		
Government & Agencies	29,810	
Corporate Equities	8,764	
Mortgages & Mortgage Backed Securities	3,241	
Corporate Debt & Other	2,998	
Commercial Paper & Money Market Instruments	32	
Inventory Total		44,846
Receivables (15c3 lock up release)		1,000
Total Assets	conditions of the conditions o	52,846

rom:	Lowitt, lan T [ilowitt@lehman.com].	Sent:9/20/2008 7:20 PM
o:	Blackwell, Alastair [ablackwe@lehman.com]; Forrest, Monty [mforrest@lehi(NY) [Neal.Ullman@lehman.com]; Hraska, James W [JHraska@lehman.com]	man.com]; Ullman, Neal m].
c:		
c:		
	Re: 1.9 bn update:.	
Or From: , To: Fo: Ull To: Hra Cc: lar Sent: S Subject Thank	riginal Message Forrest, Monty ackwell, Alastair; Ullman, Neal (NY); Hraska, James W Sat Sep 20 19:09:16 2008	ease. lan
	s the latest on finding excess collateral:	
1. Goa	al is 1.9billion in unencumbered	
2. 800 was w	mm was posted to Bony R.Azarad is checking with P. Tonucci to see if we care could.	an use it. Earlier though
3. Jim	, Nancy and Bill have found another 700mm in 074	
4. The	e team see quite a bit of excess in Canada. The are digging into this now. Ho we need to be.	pefully that gets us to
5. Ne:	xt status call setup for 7:45. Will provide more color after that.	
M.		
From To: F Sent:	Original Message : Blackwell, Alastair orrest, Monty; Ullman, Neal (NY); Hraska, James W Sat Sep 20 18:37:42 2008 ect: Re:	
		Whibit 94 B

---- Original Message -----From: Forrest, Monty

To: Ullman, Neal (NY); Hraska, James W

Cc. Blackwell, Alastair

Sent: Sat Sep 20 18:36:31 2008

Subject: Re:

Tried your cell Neal but could not get through. Jim, Nancy and a team are still going through a list of actionable collateral to try and find 1.9 billion to move to BCI. Have an update in 15mins. Will let you know more as it becomes available.

---- Original Message -----From: Ullman, Neal (NY)

To: Hraska, James W; Forrest, Monty

Cc: Blackwell, Alastair

Sent: Sat Sep 20 18:12:06 2008

Subject: FW:

Guys

-----Original Message Truncated-----

Page 1 of 3

Forrest, Monty [mforrest@lehman.com]. From: Sent:9/20/2008 8:39 PM. Blackwell, Alastair [ablackwe@lehman.com]; Ullman, Neal (NY) [Neal.Ullman@lehman.com]; Hraska, To: James W [JHraska@lehman.com]. Cc: Lowitt, lan T [ilowitt@lehman.com]; Tonucci, Paolo [paolo.tonucci@lehman.com]; Azerad, Robert [RAzerad@lehman.com]; Fleming, Dan (TSY) [dfleming@lehman.com]. Bcc: Subject: Re: 1.9 bn 8:00pm update:. Here is the lastest based on our 8:00 call. 1. 800mm at Bony (R. Azarad working with lawyers) 2. We have 746mm in 074 We have identified 435mm in Canada 4. We have identified another 300mm of mortgages in 636 That is a total of 2.181b. We are now creating a spreadsheet of all data by cusip/value/depo and are sending that to Paolo/Robert We have a 9:15 status meeting and hope to have the spreadsheet completed by that time. We are also looking to validate how much JPCHASE put a lien on Friday by cusip. Paolo needs this and I am reaching out to Neal to discuss. Finally we need verification if we have complete control of these depos. Robert working with lawyers and I need to speak to Neal once again to get his thoughts Regards, Monty ---- Original Message ----From: Blackwell, Alastair To: Forrest, Monty; Ullman, Neal (NY); Hraska, James W Cc: Lowitt, Ian T Sent: Sat Sep 20 19:14:16 2008 Subject: 1.9 bn update: Thank you! ---- Original Message ----From: Forrest, Monty To: Blackwell, Alastair, Ullman, Neal (NY); Hraska, James W Sent: Sat Sep 20 19:09:16 2008 Subject: Re: Here is the latest on finding excess collateral:

2. 800mm was posted to Bony R.Azarad is checking with P. Tonucci to see if we can use it. Earlier though

1. Goal is 1.9billion in unencumbered

15 B 4K 8709

was we could.
3. Jím, Nancy and Bill have found another 700mm in 074
4. The team see quite a bit of excess in Canada. The are digging into this now. Hopefully that gets us to where we need to be.
5. Next status call setup for 7:45. Will provide more color after that.
M.
Original Message From: Blackwell, Alastair To: Forrest, Monty; Ullman, Neal (NY); Hraska, James W Sent: Sat Sep 20 18:37:42 2008 Subject: Re:
Thx
Original Message From: Forrest, Monty To: Ullman, Neal (NY); Hraska, James W Cc: Blackwell, Alastair Sent: Sat Sep 20 18:36:31 2008 Subject: Re:
Tried your cell Neal but could not get through. Jim, Nancy and a team are still going through a list of actionable collateral to try and find 1.9 billion to move to BCI. Have an update in 15mins. Will let you know more as it becomes available.
Original Message From: Ullman, Neal (NY) To: Hraska, James W; Forrest, Monty Cc: Blackwell, Alastair Sent: Sat Sep 20 18:12:06 2008 Subject: FW:
Guys what is the latest
Original Message From: Rudofker, Beth Sent: Saturday, September 20, 2008 6:11 PM To: Berkenfeld, Steven Cc: Ullman, Neal (NY); Blackwell, Alastair; Lowitt, Ian T; Kimmel, Scott; Genirs, Kevin Subject: Re:
Alaister and neil are working on getting it ringfenced/moved if needed. We should have one of our lawyers make sure the paperwork is tight.

Page 3 of 3

---- Original Message -----From: Berkenfeld, Steven To: Rudofker, Beth

Sent: Sat Sep 20 18:07:40 2008

Subject: FW:

who is closest to this?

----Original Message-----From: Lowitt, Ian T

Sent: Saturday, September 20, 2008 5:53 AM

To: McDade, Bart; Berkenfeld, Steven

Cc: Tonucci, Paolo

Subject:

Did the court accept the 15c 3 lockup and unencumbered box make it through to barcap? If so need to make sure documentation is very tight so we can deliver on it. Should have well lawyers work closely with paolo on it. Obviously critical we get this right!

Congrats again. Ian

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 27 of 37

Unknown

Sent: Wednesday, March 25, 2009 10:34 AM

From:

Beldner, Brett [brett.beldner@lehman.com]

Sent:

Sunday, September 21, 2008 12:40 AM (GMT)

To:

Kelly, Martin [martin.kelly@lehman.com]

Cc:

Azerad, Robert [RAzerad@lehman.com]; Stewart, Marie [marie.stewart@lehman.com]

Subject:

Balance Sheet

Attach:

Opening Balance Sheet vBB.xls

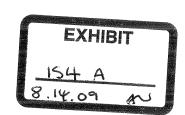
Here's where we are so far before it gets forwarded to the rest of the group. While Robert focused on the asset side, I added the liabilities and equities to the form.

As you can see, Robert has tracked down the detailed information. However, there are a few open items:

- 1) There is about \$2bn of assets included in the file that may be locked up (can't be transferred) for which we may need to substitute with different collateral so asset classification may change..
- 2) Although everyone believes it to be the case, Robert did not receive legal confirmation that the shorts did not go.
- 3) We do not have any information as to which subsidiaries went (e.g., Eagle), so the balance sheet does not include any information about these.
- 4) I have not heard back from Kristie or Rose (Heather is out on vacation) on the three foreign subs that supposedly transferred.
- 5) The \$1bn 15-C-3 receivable is an estimate from Paolo.
- 6) The comp accrual and cure payments accrual are just estimates. (Comp for a year should probably not be the full accrual and cure payments should be actual).

Robert, feel free to add any other comments as you see fit.

<<Opening Balance Sheet vBB.xls>>



Government & Agencies Corporate Equities Morgages & Morgage Bac Corporate Debt & Other Commercial Paper & Money for repo and \$250m for purchase)	L			C	Ω
y Gevernment & Agencies Y Groporate Equities 29,810 Corporate Equities 29,810 Corporate Equities 29,810 Corporate Equities 2,998 Commercial Paper & Money Market Instruments 32 4 bles (15c3 lock up release) ssets Ssets Ssets Boruses (Assumed to be all accrued) yments (Placeholder for actual accrual) swelts abilities and Equity	L		MAN NAMES OF THE PROPERTY AND PROPERTY AND PROPERTY OF THE PROPERTY AND PROPERTY OF THE PROPER	marina de de desenta de desenta de la composiçõe de de la composiçõe de de la composiçõe de	7,000
y Government & Agencies Government & Agencies Comporate Equities Y Total Vortgages & Money Market Instruments Y Total bles (15c3 lock up release) Seels Seels Seels Commercial Paper & Money Market Instruments 1 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	12			Management of the control of the con	
Corporate Equities 29,810	m				
Sector Comporate Equities 8,764 Mortgages & Mortgage Backed Securities 3,241 Comporate Debt & Other 2,998 bles (15c3 lock up release) Commercial Paper & Money Market Instruments 32 ssets Ssets Is for Cash received from Barclays (\$45b for repo and \$250m for purchase) 4 Is Bonuses (Assumed to be all accrued) 18 must be all accrued) yments (Placeholder for actual accrual) 32 abilities and Equity 5	4		rovernment & Agencies	29,810	
Nortgages & Mortgage Backed Securities 3.241 Corporate Debt & Other 2.998 Commercial Paper & Money Market Instruments 3.2 Varial Commercial Paper & Money Market Instruments 3.2 bles (15c3 lock up release) Seets seets g for Cash received from Barclays (\$45b for repo and \$250m for purchase) Sometre (Placeholder for actual accrual) Sometre (Placeholder for actual accrual) Sometre (Placeholder for actual accrual) Seets abilities and Equity Seets Santana	~		orporate Equities	8,764	
Y Total Commercial Paper & Money Market Instruments 2,998 bles (15c3 lock up release) Commercial Paper & Money Market Instruments 4 bles (15c3 lock up release) Ssets ssets Ssets g for Cash received from Barclays (\$45b for repo and \$250m for purchase) 5 l Bonuses (Assumed to be all accrued) 4 yments (Placeholder for actual accrual) 8 abilities and Equity 8	19		fortgages & Mortgage Backed Securities	3,241	
y Total Commercial Paper & Money Market Instruments 32 bles (15c3 lock up release) 4 ssets 5 g for Cash received from Barclays (\$45b for repo and \$250m for purchase) 4 I Bonuses (Assumed to be all accrual) 4 yments (Placeholder for actual accrual) 6 abilities and Equity 6	1		'orporate Debt & Other	2,998	
y Total bles (15c3 lock up release) ssets g for Cash received from Barclays (\$45b for repo and \$250m for purchase) 1 Bonuses (Assumed to be all accrual) yments (Placeholder for actual accrual) subilities and Equity	8		ommercial Paper & Money Market Instruments	32	
seets g for Cash received from Barclays (\$45b for repo and \$250m for purchase) Homuses (Assumed to be all accrued) yments (Placeholder for actual accrual) solihities and Equity	6			7	14,846
bles (15c3 lock up release) ssets g for Cash received from Barclays (\$45b for repo and \$250m for purchase) 1 Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual) shifties and Equity	E				
sects g for Cash received from Barclays (\$45b for repo and \$250m for purchase) 1 Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual) shifties and Equity	Ξ	Receivables (15c3 lock up release)			1,000
Seets Ig for Cash received from Barclays (\$45b for repo and \$250m for purchase) I Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual) abilities and Equity	12				
ng for Cash received from Barclays (\$45b for repo and \$250m for purchase) 1 Bonuses (Assumed to be all accrual) yments (Placeholder for actual accrual) abilities and Equity	13	3 Total Assets		5	52,846
Ig for Cash received from Barclays (\$45b for repo and \$250m for purchase) Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual) abilities and Equity	14				
Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual) abilities and Equity	5	Financing for Cash received from Barclays (\$45b for repo and \$250m for purchase)	THE REPORT OF THE PROPERTY OF	4	15,250
I Bonuses (Assumed to be all accrued) yments (Placeholder for actual accrual)	16				
yments (Placeholder for actual acerual) abilities and Equity	1.	7 Accrued Bonuses (Assumed to be all accrued)			2,000
yments (Placeholder for actual accrual) abilities and Equity	18	3		The state of the s	
abilities and Equity	15	Cure Payments (Placeholder for actual accrual)	AN OF THE CONTRACT OF THE		2,250
abilities and Equity	20				
abilities and Equity	21	Equity			3,346
abilities and Equity	22				
	123	3 Total Liabilities and Equity		5	12,846

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 30 of 37

From: Yang, Jasen: Markets (NYK)

Sent: Saturday, September 20, 2008 9:47 PM
To: Cox, Archie: Barclays Capital (NYK)

Cc: King, Stephen: Markets (NYK); Clackson, Patrick: Finance (LDN)

Subject: Lehman Financing Facility Assets

Archie,

Please see below market values (as assigned by the repo custodian for Thursday COB) for the Fed financing facility collateral, divided by product type and the business unit reviewing the assets.

		Millions (USD)
Business Unit	Туре	Repo MV
Agency Mortgages	US Agency CMO	4,720
	US Agency Pool	9,190
Agency Mortgages	Total	13,909
Corporate Credit	Corporates	3,072
Corporate Credit To	tal	3,072
EM	EM	200
	Govies	80
EM Total		280
Equities	ADR	302
	Convertible	37
	Convertible Preferred	85
	Equities	7,571
	ETF	601
	Mutual Fund	12
***	Preferred	31
VA DO ROCK BOOK BOOK BOOK BOOK BOOK BOOK BOOK B	Warrants	221
Equities Total		8,860
Munis	Munis	464
Munis Total		464
PMTG	CDO	13
	CLO	1,085
,	CMBS	232
	Franchise	79
	Unknown	1
	US ABS Home Eq	669
	US ABS Man. Housing	27
	US ABS Other	73
	US Non-Agency CMO	1,289
PMTG Total		3,468
Rates	Agencies	9,552
	Sovereigns	0
	Treasuries	5,406
	Unknown	1
Rates Total		14,959
Short Term	CDs	36
	CP	30
Short Term Total	***	67
Grand Total		45,078



08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 31 of 37

Jasen Yang
Barclays Capital
Principal Mortgage Trading Group
200 Park Avenue
New York, New York 10166
jasen.yang@barclayscapital.com

Tel: (212) 412 7613 Fax: (212) 412 5861

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 33 of 37

Unknown

Sent: Monday, April 06, 2009 11:00 PM

From: Lowitt, Ian T <ilowitt@lehman.com>

Sent: Sunday, September 21, 2008 2:23 AM (GMT)

To: Forrest, Monty <mforrest@lehman.com>; Blackwell, Alastair

<ablackwe@lehman.com>; Ullman, Neal (NY) <Neal.Ullman@lehman.com>; Hraska,

James W < JHraska@lehman.com>

Cc: Tonucci, Paolo <paolo.tonucci@lehman.com>; Azerad, Robert

<RAzerad@lehman.com>; Fleming, Dan (TSY) <dfleming@lehman.com>

Subject: Re: 1.9 bn 9:15pm update:

Need a cusip level detail of the collateral, and where it is for a 7.00. Am meeting with bart. Monty, you or alastair need to be at that 7 am meeting. It to prep for a final weil meeting to finalize the agreement. Thanks. Good luck getting additional collateral. But good accurate presentation of the collateral is also critical as we will append to the agreement. Thanks again for all the hard work. Ian -----Original Message------

From: Forrest, Monty

To: Alastair Blackwell

To: Ullman, Neal (NY)

To: Hraska, James W

Cc: Ian Lowitt

Cc: Tonucci, Paolo

Cc: Robert Azerad

Cc: Daniel Fleming

Sent: Sep 20, 2008 9:38 PM

Subject: Re: 1.9 bn 9:15pm update:

Just got off the phone with the group. There were some issues with files received and the amount we had identified prior has changed. It is now 1.6b. As the Canadian seems to be mostly encumbered. We are still working to identify more and have another update at 10:15

---- Original Message ----

From: Forrest, Monty

To: Blackwell, Alastair, Ullman, Neal (NY); Hraska, James W

Cc: Lowitt, Ian T; Tonucci, Paolo; Azerad, Robert; Fleming, Dan (TSY)

Sent: Sat Sep 20 20:38:49 2008 Subject: Re: 1.9 bn 8:00pm update:

Here is the lastest based on our 8:00 call.

- 1. 800mm at Bony (R. Azarad working with lawyers)
- 2. We have 746mm in 074
- 3. We have identified 435mm in Canada
- 4. We have identified another 300mm of mortgages in 636

That is a total of 2.181b.

We are now creating a spreadsheet of all data by cusip/value/depo and are sending that to Paolo/Robert

We have a 9:15 status meeting and hope to have the spreadsheet completed by that time.

We are also looking to validate how much JPCHASE put a lien on Friday by cusip. Paolo needs this and I am reaching out to Neal to discuss.



08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Finally we need verification if we have complete control of these depos. Robert Working With Tawyers and I need to speak to Neal once again to get his thoughts

Regards,

Monty

---- Original Message -----From: Blackwell, Alastair

To: Forrest, Monty; Ullman, Neal (NY); Hraska, James W

Cc: Lowitt, Ian T

Sent: Sat Sep 20 19:14:16 2008

Subject: 1.9 bn update:

-----Original Message Truncated-----

08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 36 of 37

Unknown

Sent: Sunday, May 17, 2009 1:16 AM

From: Blackwell, Alastair <ablackwe@lehman.com>

Sent: Sunday, September 21, 2008 3:36 AM (GMT)

To: Azerad, Robert <RAzerad@lehman.com>; Crepeau, Alex F <acrepeau@lehman.com>

Cc: Kelly, Martin < martin.kelly@lehman.com>

Subject: Re: Update 15c3-3

This won't be perfect.

Is tony taking that approach?

---- Original Message -----From: Azerad, Robert

To: Stucchio, Anthony; Tonucci, Paolo; Kelly, Martin; Blackwell, Alastair; Lowitt, Ian T

Cc: Crepeau, Alex F; McLaughlin, Kendall J; Burke, William T; Potenciano, Joel; Fleming, Dan (TSY); Aprigliano, Sindy

Sent: Sat Sep 20 23:27:24 2008 Subject: RE: Update 15c3-3

As of Thursday night, the repo situation was relatively straightforward:

1) We had a \$42 billion repo trade with Barclays, which was funding Firm's collateral (since it is through this repo that we transferred our positions to Barclays)

2) We had three other repo trades with Street counterparties: BGI (\$0.5 bn); Dresdner (\$0.6 bn) - both funding equities; and Dwight AM (\$0.3 billion) - funding corporates. Per Sindy Aprigliano's file (attached), which only shows Firm's positions, these trades were funding only Firm's positions

3) Chase provided us with a box loan backed with \$5.1 bn of collateral - \$5.0 bn of which being the Firm's RACERS

4) Chase attempted to put a HIC trade with Barclays for ~\$15 bn but was not successful because Barclays did not agree to the trade - Dan has more color about this attempted trade

As a result, I am not sure where the \$2 bn of customer collateral funded through repos are.

Robert

<< Secured Funding Cusips_091808_Firm Summary.xls>>

PS: What do the \$642 million of unallocated repos represent?

From: Stucchio, Anthony

Sent: Saturday, September 20, 2008 11:10 PM

To: Azerad, Robert, Tonucci, Paolo; Kelly, Martin; Blackwell, Alastair, Lowitt, Ian T

Cc: Crepeau, Alex F; McLaughlin, Kendall J; Burke, William T; Potenciano, Joel; Fleming, Dan (TSY)

Subject: Update 15c3-3

As I have mentioned previously, the number of stock record breaks are overwhelming. What is complicating the issue is that several Trustee accounts were set up for the LBIE liquidation in the firm's customer range, therefore polluting regular customer and firm activity causing potentially erroneous allocations. This is what we are seeing:

- * \$2 billion of Customer payables (unallocated short positions with no offsetting debits). Normally these customer shorts, which are insignificant are included in the formula because it's difficult to prove we do not have a bonafide payable to the customer. There are over 1700 items on the stock record contributing to this problem.
- * The stock record currently shows that we repoed out \$2 billion of customer collateral through repo. Dan is not sure if this is



08-13555-mg Doc 5525-12 Filed 10/15/09 Entered 10/15/09 17:37:59 Appendix Volume III - A. 86 - A. 96 Pg 37 of 37

valid.

- * \$642 million of unallocated repo, customer impact? Can't prove it at this point.
- * \$150 million unallocated Fail to receives

We will have another status call at midnight.

Alex, Kendall, Joel, Dan -please feel free to add any additional color.

Tony